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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, December 21, 1999

JOINT PETITION OF

DOMINION RESOURCES, INC.
and
CONSOLIDATED NATURAL GAS COMPANY

CASE NO. PUA990020

For approval of agreement and
plan of merger under Chapter 5
of Title 56 of the Code of Virginia

ORDER

Dominion Resources, Inc. ("DRI"), and Consolidated Natural Gas Company ("CNG") (collectively, "Petitioners") filed their joint petition, on April 5, 1999, requesting our approval of a proposed transaction (the "merger") that would result in CNG becoming a wholly owned subsidiary of DRI. On May 21, 1999, Petitioners filed an Amended and Restated Agreement and Plan of Merger.

On September 17, 1999, and as amended on September 27, 1999, we issued orders that gave our conditional approval to the merger. Certain conditions and directives were set out in our September 17 Order Approving Merger, including the following:

The Commission must determine that any
orders of the SEC¹ approving the Petitioners'

¹ The "SEC" is the Securities and Exchange Commission, a federal agency that regulates utility holding companies.

merger application are not inconsistent with this Order.

On December 15, 1999, the SEC issued orders that gave approvals to Petitioners' merger, upon certain conditions, and to the various financial arrangements attendant to the merger.

Being aware of our orders, including our conditions and directives, the SEC recognized the role this Commission plays in protecting Virginia consumers. The SEC orders acknowledge that, for example, our rules, regulations, and orders require that we give prior approval to all contracts between jurisdictional utilities and their affiliates.

Based on our review of the SEC's orders, we find those orders are not inconsistent with our September 17 and 27 Orders herein. Accordingly, IT IS ORDERED that this matter be dismissed.